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*Interim Co-Lead Counsel for Indirect-  
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[Additional Counsel Listed on Signature Page]

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

IN RE TFT-LCD (FLAT PANEL)  
ANTITRUST LITIGATION

) Master File No. C07-1827 SI  
) MDL No. 1827

This Document Relates to:

All Indirect-Purchaser Actions

) **NOTICE OF MOTION AND MOTION  
OF INDIRECT-PURCHASER  
PLAINTIFFS FOR CLASS  
CERTIFICATION**

) **ORAL ARGUMENT REQUESTED**

) Date: October 1, 2009

) Time: 4:00 p.m.

) Courtroom: 10, 19<sup>th</sup> Floor

) The Honorable Susan Illston

**NOTICE OF MOTION AND MOTION**

**TO THE PARTIES AND THEIR ATTORNEYS OF RECORD:**

**PLEASE TAKE NOTICE** that on October 1, 2009, at 4:00 p.m., or as soon thereafter as the matter can be heard, before the Honorable Susan Illston of the United States District Court, Northern District of California, 450 Golden Gate Ave., San Francisco, California, Indirect-Purchaser Plaintiffs will and hereby do move for class certification pursuant to Rule 23 of the Federal Rules of Civil Procedure.

The Indirect-Purchaser Plaintiffs seek certification of a nationwide class (the “Nationwide Class”) for injunctive relief pursuant to Fed. R. Civ. P. 23(b)(2) defined as follows:

All persons and entities residing in the United States as of the date notice is first published, who indirectly purchased in the United States between January 1, 1999 and the present LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action.

In addition, the Indirect-Purchaser Plaintiffs move to certify the following state classes (the “Indirect-Purchaser State-Wide Classes”) for damages pursuant to Fed. R. Civ. P. 23 (b)(3) and equitable relief pursuant to Fed. R. Civ. P. 23(b)(2), in accordance with the laws of each of the states:

**ARIZONA:**

All persons and entities residing in the State of Arizona as of the date notice is first published, who indirectly purchased in Arizona between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and

1 judicial staffs, and any juror assigned to this action. (The “Arizona  
2 Indirect-Purchaser Class.”)

3 CALIFORNIA:

4 All persons and entities residing in the State of California as of the date  
5 notice is first published, who indirectly purchased in California between  
6 January 1, 1999 and December 31, 2006 LCD panels incorporated in  
7 televisions, monitors, and/or laptop computers, from one or more of the  
8 named Defendants, for their own use and not for resale. Specifically  
9 excluded from this Class are the named Defendants; the officers,  
10 directors, or employees of any defendant; any entity in which any  
11 defendant has a controlling interest; and any affiliate, legal  
12 representative, heir or assign of any defendant. Also excluded are any  
13 federal, state, or local governmental entities, any judicial officers  
14 presiding over this action, members of their immediate families and  
15 judicial staffs, and any juror assigned to this action. (The “California  
16 Indirect-Purchaser Class.”)

17 DISTRICT OF COLUMBIA:

18 All persons and entities residing in the District of Columbia as of the  
19 date notice is first published, who indirectly purchased in the District of  
20 Columbia between January 1, 1999 and December 31, 2006 LCD panels  
21 incorporated in televisions, monitors, and/or laptop computers, from one  
22 or more of the named Defendants, for their own use and not for resale.  
23 Specifically excluded from this Class are the named Defendants; the  
24 officers, directors, or employees of any defendant; any entity in which  
25 any defendant has a controlling interest; and any affiliate, legal  
26 representative, heir or assign of any defendant. Also excluded are any  
27 federal, state, or local governmental entities, any judicial officers  
28 presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “D.C. Indirect-  
Purchaser Class.”)

FLORIDA:

All persons and entities residing in the State of Florida as of the date  
notice is first published, who indirectly purchased in Florida between  
January 1, 1999 and December 31, 2006 LCD panels incorporated in  
televisions, monitors, and/or laptop computers, from one or more of the  
named Defendants, for their own use and not for resale. Specifically  
excluded from this Class are the named Defendants; the officers,  
directors, or employees of any defendant; any entity in which any  
defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Florida  
Indirect-Purchaser Class.”)

HAWAII:

All persons and entities residing in the State of Hawaii as of the date  
notice is first published, who indirectly purchased in Hawaii between

January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action. (The "Hawaii Indirect-Purchaser Class.")

#### IOWA:

All persons and entities residing in the State of Iowa as of the date notice is first published, who indirectly purchased in Iowa between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action. (The "Iowa Indirect-Purchaser Class.")

#### KANSAS:

All persons and entities residing in the State of Kansas as of the date notice is first published, who indirectly purchased in Kansas between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action. (The "Kansas Indirect-Purchaser Class.")

#### MAINE:

All persons and entities residing in the State of Maine as of the date notice is first published, who indirectly purchased in Maine between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers

1 presiding over this action, members of their immediate families and  
2 judicial staffs, and any juror assigned to this action. (The “Maine  
Indirect-Purchaser Class.”)

3 MASSACHUSETTS:

4 All persons and entities residing in the State of Massachusetts as of the  
5 date notice is first published, who indirectly purchased in Massachusetts  
6 between January 1, 1999 and December 31, 2006 LCD panels  
7 incorporated in televisions, monitors, and/or laptop computers, from one  
8 or more of the named Defendants, for their own use and not for resale.  
9 Specifically excluded from this Class are the named Defendants; the  
10 officers, directors, or employees of any defendant; any entity in which  
any defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Massachusetts  
Indirect-Purchaser Class.”)

11 MICHIGAN:

12 All persons and entities residing in the State of Michigan as of the date  
13 notice is first published, who indirectly purchased in Michigan between  
14 January 1, 1999 and December 31, 2006 LCD panels incorporated in  
15 televisions, monitors, and/or laptop computers, from one or more of the  
16 named Defendants, for their own use and not for resale. Specifically  
17 excluded from this Class are the named Defendants; the officers,  
18 directors, or employees of any defendant; any entity in which any  
defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Michigan  
Indirect-Purchaser Class.”)

19 MINNESOTA:

20 All persons and entities residing in the State of Minnesota as of the date  
21 notice is first published, who indirectly purchased in Minnesota between  
22 January 1, 1999 and December 31, 2006 LCD panels incorporated in  
23 televisions, monitors, and/or laptop computers, from one or more of the  
24 named Defendants, for their own use and not for resale. Specifically  
25 excluded from this Class are the named Defendants; the officers,  
26 directors, or employees of any defendant; any entity in which any  
defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Minnesota  
Indirect-Purchaser Class.”)

1 MISSISSIPPI:

2 All persons and entities residing in the State of Mississippi as of the date  
3 notice is first published, who indirectly purchased in Mississippi  
4 between January 1, 1999 and December 31, 2006 LCD panels  
5 incorporated in televisions, monitors, and/or laptop computers, from one  
6 or more of the named Defendants, for their own use and not for resale.  
7 Specifically excluded from this Class are the named Defendants; the  
8 officers, directors, or employees of any defendant; any entity in which  
9 any defendant has a controlling interest; and any affiliate, legal  
10 representative, heir or assign of any defendant. Also excluded are any  
11 federal, state, or local governmental entities, any judicial officers  
12 presiding over this action, members of their immediate families and  
13 judicial staffs, and any juror assigned to this action. (The "Mississippi  
14 Indirect-Purchaser Class.")

15 NEVADA:

16 All persons and entities residing in the State of Nevada as of the date  
17 notice is first published, who indirectly purchased in Nevada between  
18 January 1, 1999 and December 31, 2006 LCD panels incorporated in  
19 televisions, monitors, and/or laptop computers, from one or more of the  
20 named Defendants, for their own use and not for resale. Specifically  
21 excluded from this Class are the named Defendants; the officers,  
22 directors, or employees of any defendant; any entity in which any  
23 defendant has a controlling interest; and any affiliate, legal  
24 representative, heir or assign of any defendant. Also excluded are any  
25 federal, state, or local governmental entities, any judicial officers  
26 presiding over this action, members of their immediate families and  
27 judicial staffs, and any juror assigned to this action. (The "Nevada  
28 Indirect-Purchaser Class.")

NEW MEXICO:

All persons and entities residing in the State of New Mexico as of the  
date notice is first published, who indirectly purchased in New Mexico  
between January 1, 1999 and December 31, 2006 LCD panels  
incorporated in televisions, monitors, and/or laptop computers, from one  
or more of the named Defendants, for their own use and not for resale.  
Specifically excluded from this Class are the named Defendants; the  
officers, directors, or employees of any defendant; any entity in which  
any defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The "New Mexico  
Indirect-Purchaser Class.")

NEW YORK:

All persons and entities residing in the State of New York as of the date  
notice is first published, who indirectly purchased in New York between  
January 1, 1999 and December 31, 2006 LCD panels incorporated in  
televisions, monitors, and/or laptop computers, from one or more of the



1 named Defendants, for their own use and not for resale. Specifically  
 2 excluded from this Class are the named Defendants; the officers,  
 3 directors, or employees of any defendant; any entity in which any  
 4 defendant has a controlling interest; and any affiliate, legal  
 5 representative, heir or assign of any defendant. Also excluded are any  
 federal, state, or local governmental entities, any judicial officers  
 6 presiding over this action, members of their immediate families and  
 7 judicial staffs, and any juror assigned to this action. (The “New York  
 Indirect-Purchaser Class.”)

#### 8 NORTH CAROLINA:

9 All persons and entities residing in the State of North Carolina as of the  
 10 date notice is first published, who indirectly purchased in North Carolina  
 11 between January 1, 1999 and December 31, 2006 LCD panels  
 12 incorporated in televisions, monitors, and/or laptop computers, from one  
 13 or more of the named Defendants, for their own use and not for resale.  
 Specifically excluded from this Class are the named Defendants; the  
 officers, directors, or employees of any defendant; any entity in which  
 any defendant has a controlling interest; and any affiliate, legal  
 representative, heir or assign of any defendant. Also excluded are any  
 federal, state, or local governmental entities, any judicial officers  
 presiding over this action, members of their immediate families and  
 judicial staffs, and any juror assigned to this action. (The “North  
 Carolina Indirect-Purchaser Class.”)

#### 14 NORTH DAKOTA:

15 All persons and entities residing in the State of North Dakota as of the  
 16 date notice is first published, who indirectly purchased in North Dakota  
 17 between January 1, 1999 and December 31, 2006 LCD panels  
 18 incorporated in televisions, monitors, and/or laptop computers, from one  
 19 or more of the named Defendants, for their own use and not for resale.  
 Specifically excluded from this Class are the named Defendants; the  
 officers, directors, or employees of any defendant; any entity in which  
 any defendant has a controlling interest; and any affiliate, legal  
 representative, heir or assign of any defendant. Also excluded are any  
 federal, state, or local governmental entities, any judicial officers  
 20 presiding over this action, members of their immediate families and  
 21 judicial staffs, and any juror assigned to this action. (The “North Dakota  
 Indirect-Purchaser Class.”)

#### 22 RHODE ISLAND:

23 All persons and entities residing in the State of Rhode Island as of the  
 24 date notice is first published, who indirectly purchased in Rhode Island  
 25 between January 1, 1999 and December 31, 2006 LCD panels  
 26 incorporated in televisions, monitors, and/or laptop computers, from one  
 27 or more of the named Defendants, for their own use and not for resale.  
 Specifically excluded from this Class are the named Defendants; the  
 officers, directors, or employees of any defendant; any entity in which  
 any defendant has a controlling interest; and any affiliate, legal  
 representative, heir or assign of any defendant. Also excluded are any  
 federal, state, or local governmental entities, any judicial officers  
 28 presiding over this action, members of their immediate families and

1 judicial staffs, and any juror assigned to this action. (The “Rhode Island  
2 Indirect-Purchaser Class.”)

3 SOUTH DAKOTA:

4 All persons and entities residing in the State of South Dakota as of the  
5 date notice is first published, who indirectly purchased in South Dakota  
6 between January 1, 1999 and December 31, 2006 LCD panels  
7 incorporated in televisions, monitors, and/or laptop computers, from one  
8 or more of the named Defendants, for their own use and not for resale.  
9 Specifically excluded from this Class are the named Defendants; the  
10 officers, directors, or employees of any defendant; any entity in which  
11 any defendant has a controlling interest; and any affiliate, legal  
12 representative, heir or assign of any defendant. Also excluded are any  
13 federal, state, or local governmental entities, any judicial officers  
14 presiding over this action, members of their immediate families and  
15 judicial staffs, and any juror assigned to this action. (The “South Dakota  
16 Indirect-Purchaser Class.”)

17 TENNESSEE:

18 All persons and entities residing in the State of Tennessee as of the date  
19 notice is first published, who indirectly purchased in Tennessee between  
20 January 1, 1999 and December 31, 2006 LCD panels incorporated in  
21 televisions, monitors, and/or laptop computers, from one or more of the  
22 named Defendants, for their own use and not for resale. Specifically  
23 excluded from this Class are the named Defendants; the officers,  
24 directors, or employees of any defendant; any entity in which any  
25 defendant has a controlling interest; and any affiliate, legal  
26 representative, heir or assign of any defendant. Also excluded are any  
27 federal, state, or local governmental entities, any judicial officers  
28 presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Tennessee  
Indirect-Purchaser Class.”)

VERMONT:

All persons and entities residing in the State of Vermont as of the date  
notice is first published, who indirectly purchased in Vermont between  
January 1, 1999 and December 31, 2006 LCD panels incorporated in  
televisions, monitors, and/or laptop computers, from one or more of the  
named Defendants, for their own use and not for resale. Specifically  
excluded from this Class are the named Defendants; the officers,  
directors, or employees of any defendant; any entity in which any  
defendant has a controlling interest; and any affiliate, legal  
representative, heir or assign of any defendant. Also excluded are any  
federal, state, or local governmental entities, any judicial officers  
presiding over this action, members of their immediate families and  
judicial staffs, and any juror assigned to this action. (The “Vermont  
Indirect-Purchaser Class.”)

WEST VIRGINIA:

All persons and entities residing in the State of West Virginia as of the  
date notice is first published, who indirectly purchased in West Virginia



between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action. (The “West Virginia Indirect-Purchaser Class.”)

#### WISCONSIN:

All persons and entities residing in the State of Wisconsin as of the date notice is first published, who indirectly purchased in Wisconsin between January 1, 1999 and December 31, 2006 LCD panels incorporated in televisions, monitors, and/or laptop computers, from one or more of the named Defendants, for their own use and not for resale. Specifically excluded from this Class are the named Defendants; the officers, directors, or employees of any defendant; any entity in which any defendant has a controlling interest; and any affiliate, legal representative, heir or assign of any defendant. Also excluded are any federal, state, or local governmental entities, any judicial officers presiding over this action, members of their immediate families and judicial staffs, and any juror assigned to this action. (The “Wisconsin Indirect-Purchaser Class.”)

The Indirect-Purchaser Plaintiffs further seek an order appointing the following individuals and entities as class representatives:

State	Plaintiff
Arizona	Allan Rotman
California	Frederick Roza
California	Steven Martel
California	Robert Kerson
California	Byron Ho
California	Joe Solo
California	Lisa Blackwell
D.C.	David Walker
Florida	Robert Feins
Florida	Scott Eisler
Hawaii	John Okita
Iowa	Ben Northway
Kansas	Rex Getz
Kansas	Kou Srimoungchanh
Maine	Patricia Giles
Massachusetts	Christopher Murphy
Michigan	Gladys Baker
Michigan	Judy Griffith

Michigan	Ling-Hung Jou
Minnesota	Martha Mulvey
Mississippi	Cynthia Saia
Nevada	Allen Kelley
New Mexico	Thomas Clark
New Mexico	Marcia Weingarten
New York	Tom DiMatteo
New York	Chris Ferencsik
North Carolina	William Fisher
North Carolina	Donna Jeanne Flanagan
North Dakota	Bob George
Rhode Island	Dr. Robert Mastronardi
South Dakota	Christopher Bessette
South Dakota	Chad Hansen
Tennessee	Dena Williams
Tennessee	Scott Beall
Vermont	Robert Watson
West Virginia	John Matrich
Wisconsin	Joe Kovacevich
Wisconsin	Jai Paguirigan

In addition, the Indirect-Purchaser Plaintiffs move for an order appointing Zelle Hofmann Voelbel & Mason LLP and The Alioto Law Firm as Class Counsel pursuant to Fed. R. Civ. P. 23(g).

This motion is based on this “Notice of Motion and Motion,” the supporting “Memorandum of Points and Authorities,” the “Declaration of Janet S. Netz,” the “Declaration of Judith A. Zahid,” the “[Proposed] Order Granting Indirect-Purchaser Plaintiffs’ Motion for Class Certification,” the accompanying “Request for Judicial Notice,” all exhibits and

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1 appendices to such documents, any papers filed in reply, any argument as may be presented at  
2 the hearing, and all other papers and records on file in this matter.

3 Dated: June 2, 2009

Respectfully submitted,

By: /s/Francis O. Scarpulla

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Craig C. Corbitt (83251)

Judith A. Zahid (215418)

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